

RECORDATION NO. 29653-B FILED

FEB 25 '11 -7 30 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 25, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of February 25, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 29653.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Assignee: Greenbrier Railcar Leasing Inc.  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

[Lessee: Aventine Renewable Energy, Inc.  
120 North Parkway  
Pekin, IL 61555]

Section Chief  
February 25, 2011  
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A description of the railroad equipment covered by the enclosed document is:

150 railcars: AOKX 78200 - AOKX 78349.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

RECORDED. 29653-B  
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FEB 26 '11 -7 30 AM

SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC

AND

GREENBRIER RAILCAR LEASING, INC.

FEBRUARY 25, 2011

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Memorandum of Assignment and Assumption Agreement made and entered into as of February 25, 2011, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company ("Assignor") and Greenbrier Railcar Leasing, Inc., a Washington corporation ("Assignee").

WITNESSETH:

1. Assignor, as Lessor, leased to Aventine Renewable Energy, Inc., as Lessee ("Lessee") one hundred fifty (150) newly built, 6,352 c.f., 286,000 lb GRL through-sill covered hopper railcars for DDG service, each with one (1) 30" x 58'4" hatch opening and four (4) 42" x 42" gravity gates, bearing marks and numbers AOKX 78200 through AOKX 78349, inclusive, pursuant to that certain Lease Agreement dated as of July 13, 2010 and Schedule No. 1 thereto (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

GREENBRIER LEASING COMPANY LLC

By: 

Title: Vice President

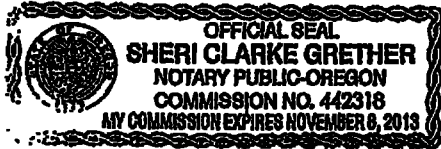
GREENBRIER RAILCAR LEASING, INC.

By: 

Title: Vice President

STATE OF OREGON                     )  
  ) ss.  
COUNTY OF CLACKAMAS            )

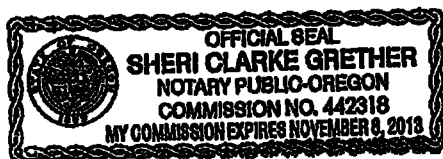
On this 24<sup>th</sup> day of February, 2011, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is a Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



*Sheri Clarke Grether*  
NOTARY PUBLIC  
My commission expires: November 8, 2013

STATE OF OREGON                     )  
  ) ss.  
COUNTY OF CLACKAMAS            )

On this 24<sup>th</sup> day of February, 2011, before me personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that s/he is a Vice President of Greenbrier Railcar Leasing Inc. and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her/his free act and deed.



*Sheri Clarke Grether*  
NOTARY PUBLIC  
My commission expires: November 8, 2013

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/25/11



Robert W. Alvord